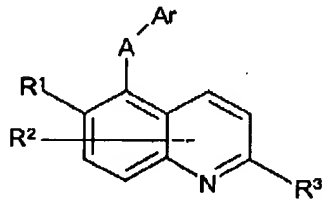
CLAIM LISTING:

1. (Currently amended) A compound selected from the group of compounds represented by Formula I:



wherein:

A is a CH_2, CH(~~OH~~), C(O), ~~C=NOR^4~~, ~~NR^5~~, O, S, S(O), or $S(O)_2$, where R^4 is hydrogen or alkyl and R^5 is hydrogen, alkyl, or acyl;

Ar is an optionally-substituted phenyl;

R^1 is cycloalkyl, haloalkyloxy, hydroxyalkyloxy, ~~alkoxyalkyloxy,~~ hydroxy, halo, or cyano [[,]] or ~~OSO_2R^{11}, where R^{11} is selected from alkyl,~~ cycloalkyl, ~~and haloalkyl~~;

R^2 is hydrogen, alkyl, alkenyl, alkoxy, hydroxy, halo, or haloalkyl [[,]] ~~heteroalkyl, alkylsulfanyl, alkylsulfinyl, alkylsulfonyl, nitro, cyano, or NR^9R^{10} where R^9 and R^{10}~~ are each independently ~~selected from hydrogen, alkyl,~~ and acyl; ~~and R^2 represents~~ substitution ~~at any one of carbons C3, C4, C7 or C8~~;

R^3 is ~~SR^{12}~~, SOR^{12}, SO_2R^{12}, ~~or $SO_2NR^{13}R^{14}$~~ wherein,

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

~~R^{13} is hydrogen or alkyl, and~~

~~R^{14} is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, alkoxycarbonylalkyl, aminoalkyl,~~ aryl, or ~~aralkyl;~~ and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

2. (Original). A compound of Claim 2 wherein A is –S–.

3. (Currently amended) A compound of Claim 2 wherein

R^1 is alkoxy, hydroxy , halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $\underline{SO_2R^{12}}$ ~~$S(O)_{0-2}R^{12}$~~ where R^{12} is alkyl.

4. (Original) A compound of Claim 3 wherein Ar is unsubstituted phenyl.

5. (Original) A compound of Claim 3 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

6. (Original) A compound of Claim 3 wherein Ar is a disubstituted phenyl.

7. (Previously presented) A compound of Claim 3 wherein Ar is optionally substituted at one or more positions with a substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

8. (Original) A compound of Claim 1 wherein A is –C(O)–.

9. (Currently amended) A compound of Claim 8 wherein

R^1 is alkoxy, hydroxy , halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $\underline{SO_2R^{12}}$ ~~$S(O)_{0-2}R^{12}$~~ where R^{12} is alkyl.

10. (Original) A compound of Claim 9 wherein Ar is unsubstituted phenyl.

11. (Previously presented) A compound of Claim 9 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

12. Canceled

13. (Previously presented) A compound of Claim 9 wherein Ar is optionally substituted at one or more positions with a substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

14. (Original) A compound of Claim 1 wherein A is CH_2--.

15. (Currently amended) A compound of Claim 14 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $\underline{SO_2R^{12}}$ ~~$S(O)_{0-2}R^{12}$~~ where R^{12} is alkyl.

16. (Original) A compound of Claim 15 wherein Ar is unsubstituted phenyl.

17. (Previously presented) A compound of Claim 15 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

18. Canceled.

19. (Previously presented) A compound of Claim 15 wherein Ar is optionally substituted at one or more positions with a substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

20. (Original) A compound of Claim 1 wherein A is –O–.

21. (Currently amended) A compound of Claim 20 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $\underline{SO_2R^{12}}$ ~~$S(O)_{0-2}R^{12}$~~ where R^{12} is alkyl.

22. (Original) A compound of Claim 21 wherein Ar is unsubstituted phenyl.

23. (Original) A compound of Claim 21 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

24. (Original) A compound of Claim 21 wherein Ar is a disubstituted phenyl.

25. (Previously presented) A compound of Claim 21 wherein Ar is optionally substituted at one or more positions with a substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

26. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

27. (Currently amended) A method of treatment of an inflammatory disease [[,]] ~~cancer~~ [[,]] or pain in a mammal treatable by administration of a selective COX II inhibitor comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1.

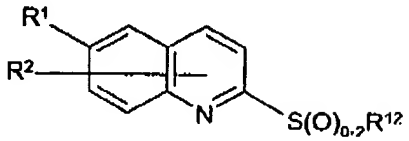
28. (Currently amended) The method of Claim 27, wherein the disease or condition is ~~pain~~ and/or ~~un-inflammatory disease~~ selected from myositis, ~~synovitis,~~ arthritis (rheumatoid arthritis and osteoarthritis), ~~gout,~~ back pain, dental pain, pain and inflammation associated with sports injuries, sprains, strains, ~~headache,~~ tendonitis, and ankylosing spondylitis~~, and bursitis~~.

29. (Currently amended) A method of treatment of a disease or condition in a mammal comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1, wherein the disease is dysmenorrhoea or premature labor.

30. (Canceled)

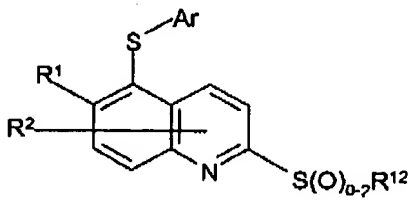
31. (Previously presented) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of the formula



wherein R^1, R^2, and R^{12} are as defined in Claim 1,

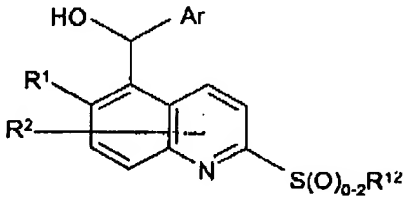
with a compound of the formula ArSH, to provide a compound of Formula I:



wherein Ar, R^1, R^2, and R^{12} are as defined in Claim 1.

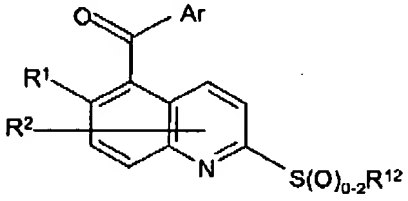
32. (Previously presented) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general Formula



wherein R^1, R^2, and R^{12}, are as defined in Claim 1,

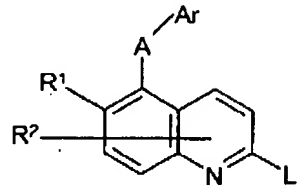
with an oxidizing agent to provide a compound of Formula I:



wherein Ar, R^1, R^2, and R^{12} are as defined in Claim 1.

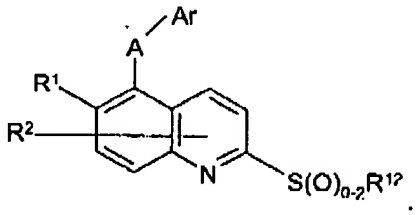
33. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of the formula



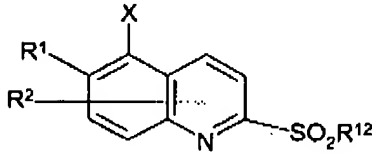
wherein A is $-NR^3-$ or $-O-$, and L is a leaving group,

with a compound of the formula $NaSR^{12}$, followed by optional oxidation to provide a compound of Formula I:



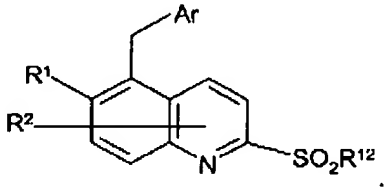
34. (Previously presented) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of the formula

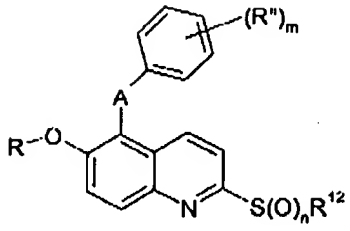


wherein X is a halogen,

with an aralkyl anion compound to provide a compound of Formula I:



35. (Previously presented) A compound having the formula:



wherein:

A is a $-CH_2-$, $-C(O)-$, $-O-$, or S ;

R is hydrogen, alkyl, haloalkyl, or SO_2R^{11} where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R" is at each occurrence independently selected from halo, cyano, nitro, alkyl, hydroxy, alkoxy, amino, acylamino, alkylamino, dialkylamino, haloalkyl, haloalkoxy, and heteroalkyl;

m is 0, 1, 2, 3, or 4; and

n is 1, 2 or 3; and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

36. (Previously presented) A compound according to claim 35, or a pharmaceutically-acceptable salt or prodrug thereof, in which:

A is S;

R is CH_3;

R" is at each occurrence independently selected from halo, cyano, C_{1-4} alkyl, hydroxy, methoxy, ethoxy, trifluoromethyl, or trifluoromethoxy; and

m is 0, 1, or 2.

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